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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

USA Commercial Mortgage Company,

Debtor.

Chapter 11

Case No.: 06-10725-GWZ

**Motion Requesting Instructions As To
Remaining Funds of USACM
Liquidating Trust**

Date:

Time:

The USACM Liquidating Trust, Geoffrey Berman, trustee (the “Trust”) moves this Court for an order directing the Trust as to the disposition of certain remaining funds. This motion is made pursuant to 11 U.S.C. §§ 105(a), 347(b), 1141, 1142 and 1143, Bankr. R. 3021, and Local Rule 3011.1. This motion is explained in the following Memorandum and is supported by the Court’s record and the declaration of Geoffrey Berman filed herewith.

Memorandum

This motion proposes a practical answer to the problem of funds remaining from the USACM liquidation.

Background

Bankruptcy filing. USA Commercial Mortgage Company (“USACM” or “Debtor”) and its related entities: USA Capital Realty Advisors, LLC; USA Capital Diversified Trust Deed Fund, LLC (“DTDF”); USA Capital First Trust Deed Fund, LLC, and USA Securities, LLC, filed

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1 voluntary petitions in this Court pursuant to Chapter 11 of the United States Bankruptcy Code on
2 April 13, 2006. The bankruptcy cases were jointly administered in Case No. 06-10725.

3 **Plan confirmation and trust.** On January 8, 2007, this Court entered its Order
4 Confirming the Third Amended Joint Chapter 11 Plan of Reorganization (the “Plan”).¹ The Plan
5 established, as of the Effective Date, the Trust, via incorporation of the Estate Administration and
6 Trust Agreement and Declaration of Trust (the “Trust Agreement”) by reference.² The Effective
7 Date of the Plan was March 12, 2007.³ Geoffrey L. Berman was appointed as Liquidating Trustee
8 of the Trust (the “Trustee”).⁴

9 The Trustee administered the Trust from its creation, recovered and liquidated assets, and
10 paid claims from time to time. This Court approved the Trust’s Motion to Approve Final
11 Distribution to Creditors; Abandonment of Assets; And Discharge of Liquidating Trustee⁵ by its
12 April 28, 2016 Order.⁶ In order to facilitate the final distribution, the term of the Trust was
13 extended to September 30, 2016 by this Court’s orders.⁷

14 The final distributions were made per the Court’s Order, holding back an administrative
15 reserve. This Court’s April 28, 2016 order authorized the Trustee “Upon completion of the
16 distribution, clearing outstanding checks, preparation and filing final tax returns, and the tasks
17 described in this Order, the Trustee may seek an order of this Court without a hearing after 10
18 days’ notice to the Office of the United States Trustee, DTDF and the Trust Oversight Committee
19 discharging the Trustee.”⁸

20 The Trust expired by its terms, although the term provided in the Plan was extended by this
21 Court’s order. As a result, the Trust sought and renewed a motion seeking an order discharging
22 the Trustee and closing this case.⁹ The Order was entered on September 29, 2017.¹⁰ Upon closing

23 ¹ Order Confirming the “Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization” as
24 Modified Herein [DE 2376].

25 ² See Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization, §§ I(C), IV(D)(1), VII
[DE 1799].

26 ³ See Notice of Effective Date of Confirmed Plan, p. 1 [DE 3083].

27 ⁴ *Id.*, p. 5, Section 1.8.

28 ⁵ DE 9969.

⁶ DE 9977.

⁷ *Id.*, DE 9976.

⁸ DE 9977 ¶ 6.

⁹ Renewed Motion For Final Decree and To Close Estate [DE 9940].

the case, the Trust sought and obtained a refund of U.S. Trustee fees that had been prepaid as a deposit.

Unclaimed distributions. With respect to unclaimed distributions, Section VII.C of the Plan provides:

C. Undeliverable Or Returned Distributions.

If (1) the Post-Effective Date Entities shall be unable, at the time that a distribution to holders of Allowed Claims or Allowed Equity Interests is to be made under this Plan, to deliver the portion of such distribution due a holder of an Allowed Claim or Allowed Equity Interest, (2) any amount paid to the holder of an Allowed Claim or Allowed Equity Interest is returned as undeliverable and the Post-Effective Date Entity is unable, with reasonable effort, to ascertain a correct address for the holder entitled thereto within six (6) months of its return, or (3) any check distributed in payment of an Allowed Claim or Allowed Equity Interest is neither returned nor negotiated within six (6) months of the date distributed, then, in every such case, the Allowed Claim or Allowed Equity Interest shall be deemed reduced to zero in amount and the holder thereof shall have no further right to payment against or distribution from the Debtors, the Estates or any Post-Effective Date Entities. The Cash that, but for this section, would have been payable to the holders of such Allowed Claims or Allowed Equity Interests shall, to the extent applicable, revert to the Post-Effective Date Entities, and will be available for application or distribution in accordance with the terms of the Plan.¹¹

Currently, the Trust holds the sum of \$110,362.46 on account of unclaimed distributions payable to the payees set forth on and in the amounts listed on **Exhibit A** attached.

Remaining funds. Including the unclaimed funds identified in Exhibit A, the Trustee held the sum of \$123,275.29 on April 26, 2018, which is the product of the following amounts:

**USACM Liquidating Trust
Cash Summary**

Beginning Cash 5/15/2016	1,944,513.28
4th Creditor Distribution	(1,818,907.40)
Unclaimed	110,362.46
Income (Rec'd After Distr.)	28,886.96
Expenses (Reserves)	(141,580.01)
Current Cash Balance 4/26/18 \$	<u>123,275.29</u>

This total will be reduced as the reserves are used to the extent required for the preparation, filing and service of this motion and a notice of hearing on this motion.

¹⁰ DE 10017.

¹¹ DE 1799 at p. 68.

1 The Plan provided as to **de minimis distributions** as follows:

2 **D. De Minimis Distributions.**

3 No Cash payment of less than five (5) dollars shall be made by the
 4 Disbursing Agent for each Estate. Any Cash payment of less than five (5) dollars
 5 shall be held by the Disbursing Agent of the relevant Estate, until a subsequent
 6 distribution, if any, results in an aggregate Cash payment of over five (5) dollars.
 7 To the extent that a final distribution would require a distribution of less than five
 8 (5) dollars to a holder of an Allowed Claim against or Allowed Equity Interest in a
 9 Debtor, such amount shall be deemed forfeited, and shall be redistributed to holders
 10 of Allowed Claims against or Allowed Equity Interests in the Debtor who are to
 11 receive a final distribution in excess of five (5) dollars on account of their Allowed
 Claim or Allowed Equity Interest. If, in the sole discretion of the Disbursing Agent,
 excess Cash exists at the time of a final distribution that is so de minimis in amount
 that cannot be reasonably redistributed to the holders of Allowed Claims and
 Allowed Equity Interests, the Disbursing Agent deposit such Cash in the unclaimed
 funds account of the Court.¹²

12 **Practicality of distributing remaining funds.** There were over 1,500 holders of about
 13 2,110 allowed unsecured claims. The total amount of allowed unsecured claims that comprised the
 14 Trust beneficiaries was about \$190 million. Of that amount, \$128 million was comprised of
 15 DTDF, which received distributions from USACM and paid DTDF members. \$7 million was a
 16 claim by FTDF, which is subordinated. In calendar year 2017, DTDF made its final distribution
 17 and terminated its existence. Only a handful of the other unsecured creditors had claims allowed of
 18 more than six figures left of the decimal point. This means that in a distribution of the remaining
 19 funds, over 500 of the checks would be for a few pennies, if that. It would cost about \$7,500 to
 20 say \$15,000 to cut and mail the checks, and then an additional amount to deal with returned
 21 checks, creditor calls, requests to stop and re-issue checks, and so on. If you distribute the
 22 remaining funds to allowed claims other than DTDF and FTDF and deduct this cost, you would
 23 have an average check of about \$50. With some administrative effort, the Trust could back out the
 24 claims where addresses are no longer valid, and the small claims that result in a less than \$5
 25 distribution, to increase the average check.

26 **USACM dissolution.** All USACM property was distributed under the Plan, principally to
 27 the Trust. The Trustee is informed and believes that USACM was dissolved as a corporation years
 28

¹² Id. at 68-69.

ago, after the Plan Effective Date, and that there is no longer anyone who manages the affairs of USACM (which no longer exists).

Discussion

1. Jurisdiction

This is a proceeding arising in this case and arising under the Bankruptcy Code, over which this Court has jurisdiction under 28 U.S.C. § 1334(b). This is a core proceeding under 28 U.S.C. § 157(b). To the extent relevant, this Court's jurisdiction was retained under Section VIII.D of the Plan. For the avoidance of doubt, the Trust consents to this Court's entry of a final order on this matter.

2. Unclaimed Funds

Under the Plan, unclaimed funds are deemed effectively abandoned back to the Trust for distribution to creditors, until the *de minimis* balance is paid to the unclaimed funds account of this Court. This would be the result if 11 U.S.C. § 347(a) and Bankr. R. 3011 applied. But those rules do not apply in chapter 11. Under 11 U.S.C. § 347(b), unclaimed funds revert to the debtor or its successor.¹³ Presumably the terms of a confirmed plan control over § 347(b). And this Court's Local Rule 3011.1(b) appears to modify § 347(b) to provide a mechanism for notice to claimants and turnover of unclaimed funds to the Court.

Where, as here, the debtor ceases to exist, three courts have held that the distribution should be to the court's registry if the creditors cannot be located,¹⁴ while another held that unclaimed distributions should be treated as if § 347(a) applies, and either held for the creditors or turned over to the applicable state's procedure for unclaimed funds.¹⁵

If the funds are paid into the unclaimed funds account of this Court, there is a procedure under Local Rule 3011 for claimants to assert a right to the funds.

¹³ See *In re IBIS Corp.*, 272 B.R. 883 (Bankr. E.D. Va. 2001) (court directed funds to creditors, but if funds eventually unclaimed, then to the debtor, which still existed); *In re Goldblatt Bros., Inc.*, 132 B.R. 736 (Bankr. N.D. Ill. 1991); *In re George Rodman, Inc.* 50 B.R. 313 (Bankr. W.D. Okla. 1985).

¹⁴ *In re Premiere Holdings of Texas LP*, 393 B.R. 156 (Bankr. S.D. Tex. 2008).

¹⁵ *In re Leegate Corp.*, 441 B.R. 70 (Bankr. E.D. Va. 2010).

3. Undistributable Funds

It will literally cost perhaps \$7,500 to \$15,000 to issue, mail, monitor and otherwise process checks to the Trust beneficiaries, with the largest checks – to DTDF and FTDF – unclaimed as those entities no longer exist. The legality of ignoring DTDF and FTDF is questionable. Hundreds of the checks would be *de minimis*. Accordingly, the Trust respectfully suggests that the remaining funds are *undistributable funds* within the meaning of Local Rule 3011.1(c), which provides:

(c) Disposition of undistributable funds under a chapter 11 liquidating plan.

(1) Undistributable funds are any funds other than unclaimed funds, including but not limited to, funds that cannot be disbursed because:

(A) A creditor has affirmatively rejected a distribution;

(B) The administrative costs effectively interfere with distribution; or

(C) All creditors, including administrative claimants, have been paid in full and there is no one that has a right to the funds;

(2) A chapter 11 liquidating plan may provide that any undistributable funds, if applicable or practicable, may be redistributed to other creditors, administrative claimants, or donated to a not-for-profit, non-religious organization identified in the plan or disclosure statement accompanying the plan.

(3) If a chapter 11 liquidating plan does not provide for the disposition of undistributable funds then, if there are any such funds at the time of final distribution under the plan, the disbursing agent shall file a motion, upon notice and hearing, proposing distribution of such funds, including as described in subsection (c)(2) of this local rule.

The Trustee believes that the suggestion in Local Rule 3011.1(c)(2) is logical – that undistributable funds be paid by Court order after notice and a hearing to a “not-for-profit, non-religious organization.” Under the circumstances of a bankruptcy case, the Trustee respectfully suggests that the Court authorize distribution to the American Bankruptcy Institute Endowment Fund. The ABI Endowment Fund is a not-for-profit, non-religious organization dedicated to, among other things, promoting research and scholarship in the area of insolvency.

Conclusion

The Trust requests that this Court enter its Order upon notice and a hearing:

A. Authorizing the payment of unclaimed funds into the unclaimed funds account of the Clerk of the Court with Exhibit A as the required accounting of potential claimants;

B. Authorizing the payment of the remaining funds of the Trust to the ABI Endowment Fund or other recipient as directed by the Court as undistributable funds; and

C. Such other relief as the Court deems proper.

DATED this 30th day of May, 2018.

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EXHIBITS

A. Unclaimed Funds By Payee And Amount

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CERTIFICATE OF SERVICE

1. On May 30, 2018, I served the following documents:

Motion Requesting Instructions As To Remaining Funds of USACM Liquidating Trust

2. I served the above-named document by the following means to the persons as listed below:
(Check all that apply)

☒ a. **ECF System** (You must attach the "Notice of Electronic Filing", or list all persons and addresses and attach additional paper if necessary)

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b. United States mail, postage fully prepaid

(List persons and addresses. Attach additional paper if necessary)



c. Personal Service *(List persons and addresses. Attach additional paper if necessary)*

I personally delivered the document(s) to the persons at these addresses:

☐

For a party represented by an attorney, delivery was made by handing the document(s) to the attorney or by leaving the document(s) at the attorney's office with a clerk or other person in charge, or if no one is in charge by leaving the document(s) in a conspicuous place in the office.

☐

For a party, delivery was made by handing the document(s) to the party or by leaving the document(s) at the person's dwelling house or usual place or abode with someone of suitable age and discretion residing there.

☐

d. By direct email (as opposed to through the ECF System)

(List persons and email addresses. Attach additional paper if necessary)

Based upon the written agreement of the parties to accept service by email or a court order, I caused the document(s) to be sent to the persons at the email addresses listed below. I did not receive, within a reasonable time after the transmission, any electronic message or other indication that the transmission was unsuccessful.

☐

e. By fax transmission (List persons and fax numbers. Attach additional paper if necessary)

Based upon the written agreement of the parties to accept service by fax transmission or a court order, I faxed the document(s) to the persons at the fax numbers listed below. No error was reported by the fax machine that I used. A copy of the record of the fax transmission is attached.

☐

f. By messenger (List persons and addresses. Attach additional paper if necessary)

I served the document(s) by placing them in an envelope or package addressed to the persons at the addresses listed below and providing them to a messenger for service. *(A declaration by the messenger must be attached to this Certificate of Service).*

I declare under penalty of perjury that the foregoing is true and correct.

Signed on May 30, 2018

Renee L. Creswell

(NAME OF DECLARANT)

Renee L. Creswell

(SIGNATURE OF DECLARANT)